

P94000070433

22 February, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida
32314

Re: Millenium Skate Shop Inc.

Corporation number - P94000070433

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Amendment to the Articles of Incorporation with reference to the above-captioned matter.

Also enclosed please find an official check in the amount of \$87.50 payable to the Department of State which covers the following:

Filing Fee
Certified Copy

500002441435--6
-02/26/98--01050--008
*****87.50 *****87.50

Kindly file same and return the certified copy to me marked "filed" in the self-addressed stamped envelope provided for your convenience.

Thank you for your cooperation in this matter.

Very truly yours,

James G. Fergus

Millenium Skate Shop Inc.

Per: James Fergus
Enclosures

James G. Fergus
Millenium Skate Shop Inc.
349A Main St.
Dunedin, Florida 34698

FILED
98 FEB 26 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*no envelope
NC + AM
[Signature]
2/27*

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
SKATE 2000 DUNEDIN INC.

Corporation number - P94000070433

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted: ARTICLE ONE and ARTICLE FIVE

Article One be and is hereby amended to change the name and address of the Corporation to Millenium Skate Shop Inc., located at 349A Main Street, Dunedin, Fl., 34698-5700.

Article Five be and is hereby amended to change the name and address of the registered agent of the Corporation as follows:

The street address of the registered office of this corporation is 349A Main Street, Dunedin, Fl., 34698-5700.

The name of the registered agent of this corporation at that address is James Fergus.

SECOND: not applicable

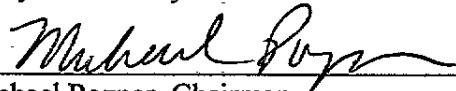
THIRD: The date of each amendment's adoption was February 22nd, 1998.

FOURTH: Adoption of Amendments

The amendments were approved by the shareholders. The number of votes cast for the amendment were sufficient for approval.

Signed this 22nd day of February 1998.

SIGNATURE

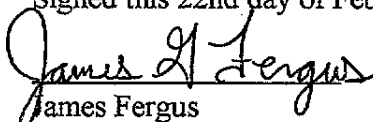

Michael Pozner, Chairman

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98 FEB 26 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Amendment, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

Signed this 22nd day of February, 1998.

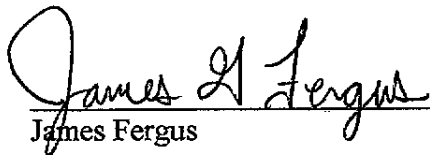

James Fergus

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is: Millenium Skate Shop Inc.
2. The name and address of the Registered Agent and Office is:
James Fergus
349A Main Street, Dunedin, Fl., 34698-5700.

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


James Fergus

2/22/98
Date